

EXHIBIT I



Neon Machine, Inc.

Notice of Special Meeting of the Board of Directors

Notice is hereby given that the undersigned, the Chairman of the Board of Directors of Neon Machine, Inc., a Delaware corporation (the “**Corporation**”), has called a special meeting of the Board of Directors which shall be held on Friday, January 12, 2024 at 2:00 p.m. Eastern time.

The following business will be transacted at the meeting:

1. Update regarding management’s failure to adhere to board directives;
2. Review of operations including status of product development and timetable to launch;
3. Review of 2023 financial performance including Q4 financials;
4. SHRAP Token release authorization;
5. Discussion regarding information demands received from Spence Law Office, P.C. in connection with bankruptcy proceeding pending in Southern District of New York; and
6. Proposed company financing and possible strategic options.

The meeting will be held via Zoom video conference using the following link:

<https://us02web.zoom.us/j/2542138601>

Given the current state of the Corporation, the litigation involving certain of its directors brought by the management team, and the business issues confronting the Corporation, the members of the Board of Directors have agreed that the meeting be recorded via Zoom. Please confirm your consent by signing the consent below.

A handwritten signature in blue ink, appearing to read "Scott Honour", is written over a horizontal line.

Scott Honour, Chairman of the Board

Dated: January 8, 2024



AFDOS:199337828.4



Neon Machine, Inc.

CONSENT

The undersigned directors consent to the recording of the upcoming January 12, 2024 Board of Directors meeting.

Scott Honour

Steve Horowitz

Cort Javarone

Josh Rosenthal

Pierre Planche